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OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 11125-B FILED 1425

DEC 10 1993 -2 30 PM

INTERSTATE COMMERCE COMMISSION

December 10, 1993

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one executed and one certified copy of an Assignment of Lease, dated as of May 5, 1993, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Equipment Lease, dated as of November 21, 1979, which was duly filed with the Commission under Recordation Number 11125.

The names and addresses of the parties to the enclosed document are:

Assignors: The Boatmen's National Bank of St. Louis
Boatmen's Trust Company, Trustee
One Boatmen's Plaza
800 Market Street
St. Louis, Missouri 61301

Assignee: Residual Based Finance Corporation
Three First National Plaza, Suite 1240
Chicago, Illinois 60602

Edmund M. Lewis
Edmund M. Lewis

Mr. Sidney L. Strickland, Jr.
December 10, 1993
Page 2

A description of the railroad equipment covered by the enclosed document is:

Ninety-seven (97) covered hopper cars FLIX 2600 through FLIX 2699 (excluding FLIX 2601, 2614 and 2646).

Also enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO 11125-B FILED 1425

DEC 1 0 1993 -2 30 PM

INTERSTATE COMMERCE COMMISSION

District of Columbia : SS

I, Robert W. Alvord, being duly sworn, do hereby certify that the attached Assignment of Lease, dated as of May 5, 1993 among Boatmen's Trust Company, The Boatmen's National Bank of St. Louis and Residual Based Finance Corporation consisting of seven pages is a true and complete copy of the original thereof.



ROBERT W. ALVORD

Subscribed and sworn to before me this 10 day of December, 1993.



NOTARY PUBLIC

My Commission expires: 10-31-95



RECORDATION NO. _____ FILED 1425

DEC 1 0 1993 -2 30 PM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF LEASE

Reference is hereby made to that certain Equipment Lease dated as of November 21, 1979 between Boatmen's Trust Company, as successor to Centerre Trust Company, successor to St. Louis Union Trust Company, in its capacity as trustee under trust known as "F.I. Trust No. 9" (in such capacity, the "Trustee"), as lessor thereunder, and Farmland Industries, Inc., a Kansas corporation, as lessee thereunder, originally recorded with the Interstate Commerce Commission under recordation no. 11125 on November 30, 1979, as amended and supplemented by Lease Supplement dated April 9, 1980 filed under recordation no. 11125-A on November 26, 1980 (the "Lease"). For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, The Boatmen's National Bank of St. Louis, a national bank, as successor to Centerre Bank, National Association, successor to First National Bank in St. Louis ("Boatmen's"), and the Trustee hereby sell, assign, transfer and set over unto Residual Based Finance Corporation, an Illinois corporation (the "Assignee"), all of their right, title and interest in and to the Lease.

Boatmen's hereby represents and warrants that the identification marks in Exhibit A hereto are a true and correct list of the road numbers which have been assigned to all of the Equipment covered under the Lease, except for 3 100-ton covered hopper cars marked and numbered FLIX 2601, 2614 and 2646, which were subject to casualty occurrences.

Except as otherwise set forth in Section 2 of the Purchase Agreement dated as of May 5, 1993 between Boatmen's and Assignee, the assignment set forth herein is made without warranty or representation of any kind or type whatsoever.

Boatmen's and the Trustee hereby authorize the recordation of this Assignment and hereby agree to execute such further documentation as Assignee may reasonably request in order to carry out the purpose of this Assignment.

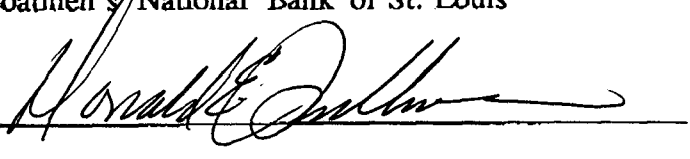
IN WITNESS WHEREOF, the undersigned have entered into this Assignment of Lease as of the date written below.

Dated as of: May 5, 1993

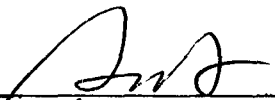
The Boatmen's National Bank of St. Louis

By: _____

Title: _____

A handwritten signature in cursive script, appearing to read "Ronald E. Sullivan", is written over a horizontal line.

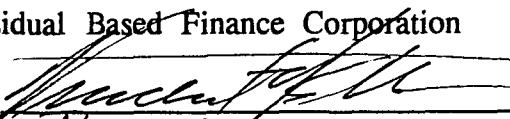
Boatmen's Trust Company,
as Trustee under F.I. Trust No. 9, not individually,
but solely as Trustee

By: 
Title: Asst. Vice President

Accepted as of May 5, 1993:

Residual Based Finance Corporation

By:


A handwritten signature in dark ink, appearing to be "Michael H.", is written over a horizontal line.

Title:

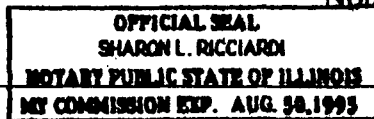
P R E S I D E N T

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 4th day of May, 1993, before me personally appeared Vincent A. Kolber, to me personally known, who, being by me duly sworn, says that he is President of Residual Based Finance Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sharon L. Ricciardi
Notary Public

My commission expires _____



Missouri
STATE OF ~~ILLINOIS~~)
City St. Louis) SS
~~COUNTY OF COOK~~)

On this 4th day of May, 1993, before me personally appeared Peter C. Quibbe, to me personally known, who, being by me duly sworn, says that (s)he is Asst Vice Pres., of Boatmen's Trust Company and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kelly J. Roth
Notary Public

My commission expires: _____
KELLY J. ROTH
A Notary Public of Missouri
My Commission Expires January 24, 1994
Jefferson County

STATE OF MISSOURI

)

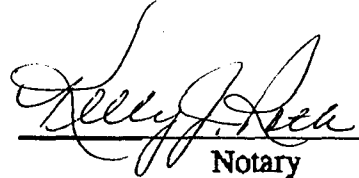
) ss:

CITY & COUNTY OF ST. LOUIS

)

On May 4th, 1993 before me, Notary Public for said County and State, personally appeared Ronald E. Sullivan, personally known to me (or proved to me on the basis of satisfactory evidence), who being by me duly sworn, says that he/she is a Asst Vice President of The Boatmen's National Bank of St. Louis, a national bank, and that said instrument was signed on behalf of said national bank by authority of its Board of Directors, and said Asst Vice President acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid the day and year first above written.



Notary

(Notary Seal)

My commission expires:

KELLY J. ROTH
A Notary Public of Missouri
My Commission Expires January 24, 1994
Jefferson County

EXHIBIT A

<u>Number of Items</u>	<u>Description</u>	<u>Identifying Mark and Numbers (Both Inclusive)</u>
100	100-Ton Covered Hopper Cars	FLIX 2600 through FLIX 2699, both inclusive